

ALBERTA PHARMACISTS ASSOCIATION  
BYLAWS

1.0 DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws and all amendments, unless the context otherwise specifies or requires

- (a) "Act" means the *Societies Act*, R.S.A. 2000, c. S-14;
- (b) "AGM" means the annual general meeting of the Association;
- (c) "Association" means the Alberta Pharmacists Association;
- (d) "Associate Member" means an Associate member approved by the Directors under Article 6.6 (iii);
- (e) "Ballot" means a ticket, sheet or paper or form, either in a physical or electronic format, used to cast a secret vote;
- (f) "Board" means the Board of Directors of the Association;
- (g) "Bylaws" means the bylaws of the Association as amended from time to time;
- (h) "College" means Alberta College of Pharmacy as constituted under the *Pharmacy and Drug Act*, RSA 2000, c. P-13; *Professions Act*, RSA 2000, c. H-7;
- (i) "Constitution" means the original application for incorporation of the Association filed with the Registrar, together with all amendments thereto filed with the Registrar from time to time;
- (j) "Director" means an individual elected to the Board under article 8.0 and includes the Student Director;
- (k) "Elected" includes appointed;
- (l) "Mail" means any information or document sent by post, courier, telegraph, fax, electronic mail or other method of electronic delivery, such that a written copy may be produced;
- (m) "Mailing Address" means the physical or electronic address specified by the Member and reflected in the records of the Association as the address where the Member wishes to receive communications from the Association;
- (n) "Member" means a pharmacist admitted to membership in the Association under Articles 6.6;
- (o) "Member Meeting" includes the AGM and a Special Meeting;
- (o.1) "Non-Practicing Pharmacist Member" means a Non-Practicing Pharmacist Member approved by the Directors under Article 6.6 (ii);
- (p) "Notice" "Notified, and "Notification" means to be made aware by delivery by Mail as provided for herein;
- (q) "Officers" means the President, President Elect, Past President, Secretary, Treasurer and Chief Executive Officer as appointed by the Board from time to time;
- (r) Repealed September 30, 2016;
- (s) "Registrar" means the registrar as defined in the Act;
- (t) "RxA" means the Part 9 Company known as the Alberta Pharmacists' Association;
- (u) "Special Resolution" means a resolution passed at a Member Meeting by at least 75% of those persons entitled to vote and voting, or a resolution consented to in writing by all those persons who would have been entitled at a meeting to vote on the resolution.
- (v) "Student Director" means a full time student in an accredited faculty of pharmacy in Alberta who is elected in accordance with Article 8.2;
- (v.1) "Student or Intern Member" means a Student or Intern Member approved by the Directors under Article 6.6 (i);
- (w) "Vote" and "Voting" means the expression of the voter's wish, desire, will, preference or choice in regard to any measure formally manifested by casting a vote including, when and as prescribed by the Board or Chair (as may be applicable): by show of hands, manually, by Ballot, by Mail, or by other remote communication means;
- (x) "written", "writing" and "in writing", means any communication recorded on a document including printing, lithography and other modes of representing or reproducing words in visible form including electronic forms.

1.2 A reference to a statute, regulation, bylaw or code in these Bylaws shall be read to include amendments to the statute, regulation, bylaw or code and any statute, regulation, bylaw or code that supersedes or replaces it.

1.3 Any word used in the singular, includes the plural, and vice versa, unless the context within which it is used requires otherwise.

## 2.0 NAME

The name of the Association is ALBERTA PHARMACISTS ASSOCIATION.

## 3.0 REGISTERED OFFICE

The registered office of the Association shall be located in the City of Edmonton, in the Province of Alberta.

## 4.0 OTHER OFFICES

The Association may have other offices, either within or outside the Province of Alberta, as the Board may designate or the operations of the Association may require.

## 5.0 ETHICS AND PRIVACY

The College's Code of Ethics Bylaw shall be the Code of Ethics of the Association. Membership in the Association shall imply acceptance of the Code of Ethics as a guide to professional conduct.

The Association shall adhere to privacy policies, procedures and practices which shall meet or exceed legislative requirements by implementing such policies, procedures and practices as determined necessary by the Board.

## 6.0 MEMBERSHIP

### 6.1 Pledge of Membership

Each Member, as a condition of membership in the Association, agrees to accept, uphold and be governed by the Bylaws, pay, when due all appropriate membership fees and shall further agree to abide by and accept the rulings, decisions and proclamations of the properly constituted authorities of the Association.

Each Member empowers the Association to act as agent for and representative of the Member in all matters related to the carrying out of any duty or responsibility under the Bylaws.

### 6.2 The Association

The Association is comprised of the Members.

### 6.3 Membership

Membership in the Association is voluntary.

### 6.4 Repealed, September 27, 2008

### 6.5 Repealed, September 30, 2016

## 6.6 Eligibility for Membership:

An individual is eligible to become a Member if that individual

- (a) is a regulated pharmacist member of the Alberta College of Pharmacy under the *Health Professions Act*, RSA 2000, c. H-7;
- (c) holds a current practice permit from the College;
- (d) completes an application in the form required by the Association; and
- (e) pays the required dues

In addition, the Board may, in its discretion, approve an application by a person to become a member with limited membership under one of the following additional classes of membership:

### Additional Classes of Memberships

- i) Student or Intern Member- Any person who is enrolled as an undergraduate student in the University of Alberta's pharmacy program or any person who is considered to be a pharmacist intern.
- ii) Non-Practicing Pharmacist Member-Any pharmacist that is currently not on the clinical practicing register either temporarily or permanently such as those on maternity leave or retired.
- iii) Associate Member- Any person who has interest in the conduct of the profession of pharmacy in Alberta and who is not otherwise eligible for membership.

### I) Eligibility For Student or Intern Membership, Non-Practicing Pharmacist Membership or Associate Membership

- a) The Board may, in its discretion, approve an application by a person to become a Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member.
- b) The individual pays the required dues.

### II) Rights of Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member

A Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member shall:

- (a) have the right to notice of and attend any Member Meeting
- (b) have access to such programs and services of the Association which are deemed appropriate by the Board in its discretion.

### III) Limits on Rights of Student or Intern Members, Non-Practicing Pharmacist Members or Associate Members

A Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member shall not:

- (a) vote at any Member meeting or otherwise participate in any vote of Members, and
- (b) otherwise exercise any right or privilege granted to a Member except as deemed appropriate by the Board under Article 6.6 (II) (b) above.

## 6.7 Administration of Applications for Membership

The Board may from time to time make such rules and regulations governing application for and admission to membership as the Board shall think fit.

The rules made under this Article shall not alter the requirements for eligibility set out above in Article 6.6

6.8 Mandatory Approval of Application For Membership

The Board shall approve an application by an individual to become a Member if the applicant meets the criteria set out above in Article 6.6

6.9 Rights of A Member

A Member shall have a vote at any Member Meeting, may serve as a Director and may hold office in the Association.

A Member shall have the same rights as any other Member and shall have full access to the programs and services of the Association.

6.10 Repealed, September 30, 2016

6.11 Repealed, September 30, 2016

6.12 Repealed, September 30, 2016

6.13 Repealed, September 30, 2016

6.14 Repealed, September 30, 2016

6.15 Repealed, September 30, 2016

6.16 Repealed, September 30, 2016

6.17 Repealed, September 30, 2016

6.18 Membership Dues

Annual dues payable by each Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member shall be determined by the Board from time to time.

Annual dues shall be due and payable on the first day of the Fiscal Year.

The Board may waive any annual dues, or a portion thereof, owing to the Association by a Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member.

6.19 Termination of Membership

Membership shall terminate if:

- (a) the Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member ceases to meet the criteria for eligibility to be a Member set out in Article 6.6;
- (b) the Member's, Student or Intern Member's, Non-Practicing Pharmacist Member's or Associate Member's annual membership dues are not paid on the due date.

6.20 Withdrawal of Membership

A Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member may withdraw from the Association at any time by delivering a signed notice to that effect to the Board.

## 6.21 Waiver of Rights

A Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member whose membership in the Association is terminated or who withdraws, waives any rights or claims under the Bylaws that the Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member, as the case may be, may have against the Association.

## 6.22 Suspension or Expulsion of Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member

Any Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member may be expelled or suspended from the Association **by resolution of the Board.**

A Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member who is identified for expulsion or suspension **shall have the right to speak** on such Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member's own behalf and be accompanied by a representative, or assign such representative or some other person to speak on such Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member's behalf.

If a suspension is deemed appropriate, the length and terms of the suspension shall be determined by the Board.

## 6.23 Repealed, September 30, 2016

## 6.24 Repealed, September 30, 2016

## 6.25 Liabilities to Association Continued

Termination, withdrawal, suspension or expulsion shall be without prejudice to the Member's, Student or Intern Member's, Non-Practicing Pharmacist Member's or Associate Member's liability to the Association for annual dues payable before termination or withdrawal or for any obligation to the Association incurred before termination, withdrawal, suspension or expulsion.

## 7.0 MEMBER MEETINGS

### 7.1 Annual General Meeting

The AGM shall be convened at such time, and at such place and/ or by such remote communication means (including telephone or other electronic facility) as determined by the Board.

**An AGM must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding AGM.**

The notice of an AGM shall include a report of the business to be conducted at the AGM.

The business of the AGM shall include:

- (a) report of the Board;
- (b) report of the Chief Executive Officer;
- (c) auditor's report of previous financial year;
- (d) appointment of the auditor;
- (e) other business as may be properly brought before the meeting.

## 7.2 Special Meeting

Special Meetings of the Association:

- (a) may be called at any time by the Board at such time, and at such place and /or by such remote communication means that it may designate; and
- (b) shall be called by the Board upon receipt, by registered mail, of a written request clearly stating the purpose of the meeting, signed by not less than ten (10%) per cent of the Members.

The notice of a Special Meeting shall state the purpose of the meeting.

## 7.3 Notice of Meetings

The Members, Student or Intern Members, Non-Practicing Pharmacist Members, and Associate Members must be notified of any Member Meeting and any change in date of a meeting. The notice shall clearly state the nature of the business to be conducted at the meeting.

Notice of an AGM shall be given at least thirty (30) days before the date set for the meeting.

Notice of a Special Meeting shall be given thirty (30) days before the date set for the meeting.

Accidental omission to give notice of a meeting, or non receipt of a notice, by any of the Members, Student or Intern Members, Non- Practicing Pharmacist Members and Associate Members entitled to notice, shall not invalidate the proceedings taken at the meeting.

A Member, Student or Intern Member, Non-Practicing Pharmacist Member or Associate Member may waive notice of a meeting in any manner.

The attendance of a Member, Student or Intern Member, Non- Practicing Pharmacist Member, or Associate Member at a meeting constitutes a waiver of notice unless such Member, Student or Intern Member, Non-Practicing Pharmacist Member, or Associate Member attends the meeting to object expressly to the holding of the meeting without proper notice.

## 7.4 Persons Entitled to be Present

The only persons entitled to be present at Member Meetings are:

- (a) the Members; Student or Intern Members, Non-Practicing Pharmacist Members, and Associate Members;
- (b) the Directors, Officers and auditors of the Association;
- (c) others who are entitled or required under the Act or the By-Laws to be present at the Member Meeting; and
- (d) any other person who has been invited to be present by the chairperson of the meeting or has the consent of the Member Meeting.

## 7.5 Participation

As determined by the Board, a Member or any other person entitled to attend a Member Meeting may participate in the Meeting by means of remote communication (including telephone or other electronic facility) that permits all persons participating in the Meeting to hear each other. A person participating in such a Meeting by those means is deemed to be present at the Meeting.

## 7.6 Quorum

The Quorum for transacting business at any Member Meeting is twenty-five (25) Members.

If a quorum is present at the opening of any Member Meeting, the Members present may proceed with the business of the Meeting notwithstanding that a quorum may not be present throughout the Meeting.

If within thirty (30) minutes from the time appointed for the Member Meeting, a quorum is not present, the Members may adjourn the meeting to a fixed time not less than seven (7) days later, but may not transact any other business. If at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall constitute a quorum.

## 7.7 Conduct of a Member Meeting

The President, or in the President's absence, the Chief Executive Officer, or in the absence of both, one of the other Directors present, shall preside as chair of a Member Meeting.

If at any Member Meeting there is no President, Chief Executive Officer, or other Director present within thirty (30) minutes after the time appointed for the holding of the Meeting or if the President, Chief Executive Officer and all other Directors present are unwilling to act as chair, the Members present shall choose one of their number to preside as chair of the Member Meeting. If the President arrives at a Member Meeting after the Chief Executive Officer, a Director or Member has proceeded with the member meeting as chair, the role of the chairperson at such meeting shall revert back to the President.

The Board shall determine the other rules of procedure of to be applied at a Member Meeting, guided by the most recent edition of *Robert's Rules of Order Revised*. The Board shall by resolution declare which edition of *Robert's Rules of Order Revised* shall be used for the above purposes. If any Member who is entitled to vote objects to the procedure at Member Meeting, such publication shall apply to settle the dispute.

A determination by the Board referred to in the immediately preceding paragraph applies only if it is made before the Member Meeting.

## 7.8 Voting Rights

Each Member present shall have one vote at a Member Meeting or in any other proceeding at which the Member has a right to vote.

## 7.9 Method of Voting

As applicable, the Board or Chair shall determine the appropriate method or methods for voting at a Member Meeting. A Ballot is not required for any vote unless so determined or requested by a majority of the Members present at a Member Meeting.

Whenever a vote by show of hands is taken on a question, a declaration by the Chairperson of the meeting that the vote has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the Member Meeting is prima facie evidence of the fact without proof of the number of the votes recorded in favor of or against any resolution or other proceeding in respect of the questions, and the result of the vote so taken shall be the decision of Members on the question.

If a Ballot is requested by a majority of the Members present at a Member Meeting, the Ballot shall be taken in the manner that the Chair directs.

The result of the Ballot taken is the decision of the Members upon the question.

#### 7.10 No Voting by Proxy

A Member has the right to vote in person only.

Voting by proxy is not permissible.

#### 7.11 Votes to Govern

At any Member Meeting every question shall be determined by a majority of the votes cast on the question, unless otherwise required by these Bylaws or the Act.

In the case of an equal number of votes, the resolution being voted on is lost.

#### 7.12 Minutes of Member Meetings

Unless otherwise determined by the Board, the Secretary shall be responsible for taking the minutes at a Member Meeting.

Minutes of a Member Meeting shall be recorded and made available to the Membership at the next Annual General Meeting, or upon request, sent to a Member no earlier than one month following the meeting in question.

### 8.0 BOARD OF DIRECTORS

#### 8.1 Powers and Duties

In addition to other specific duties and powers assigned elsewhere in the Bylaws, the Board shall:

- (a) represent the Members' interests;
- (b) be responsible for the direction and affairs of the Association;
- (c) in case of a vacancy on the Board, as soon as practicable, elect a Member to fill the vacancy in accordance with these Bylaws;
- (d) set policy for the Association;
- (e) ensure that the income of the Association and property of the Association are invested and managed in a prudent manner and applied toward the promotion of the objects of the Association;
- (f) organize and direct appropriate fund raising activities on behalf of the Association;
- (g) ensure proper accounts are kept and a financial report is compiled and audited for each fiscal year; and
- (h) make such rules and regulations as they deem proper provided that such rules and regulations are not inconsistent with the Objects and Bylaws of the Association.

The Board may appoint standing and other committees and appoint the chair and members of such committees.

The Board shall have power to delegate any power, duty or authority of the Board which may be lawfully delegated to the Chief Executive Officer, to any committee or to any Officer.

#### 8.2 Composition of the Board

The Board shall be composed of not more than ten (10) Directors.

Not more than nine (9) of the Directors shall be Members and be elected by the Members.

The Student Director shall be elected by the student body of the accredited faculty of pharmacy in Alberta at which such Student Director is a student.



#### 8.2.1 Ex-Officio Board Members

The Board of Directors may appoint Ex-Officio Board Members at their discretion.

Appointed Ex-Officio Board Member(s) are recognized as non-voting Board Members.

The Term of any Ex-Officio Board Member is for only one year. At the end of their term the Board of Directors may choose to do one of the following:

- (a) remove the member;
- (b) request group whom the member represents to appoint a new representative;
- (c) request the group whom the member represents to extend their term for another year.

#### 8.3 Repealed September 27, 2008

#### 8.4 Election of Directors

Elections for vacancies in the Board shall be held each year.

#### 8.5 Terms of Office of Directors

Each Director shall hold office for a term of three (3) years, except the Student Director. The Board of Directors may choose to extend the term of any Director at their discretion.

The term of office for an Ex-Officio Board member is one (1) year and may be renewed annually at the discretion of the board.

The Student Director shall hold office for one term of one (1) year.

No Director shall serve more than two consecutive terms.

If an election of Directors is not held as required, the Directors whose terms would otherwise expire continue in office until their successors are elected.

##### 8.5.1 Upon appointment under Article 12.1 to the Office of President Elect, President, or Past President, the term as Director of the individual holding such Office shall be extended for the duration of the individual holding said Office such that no vacancy on the Board shall arise for the purposes of Article 8.4.

#### 8.6 Terms to Be Staggered

The election for Directors shall be staggered so that two (2) Directors are elected by the Members in each calendar year, except to the extent these Bylaws contemplate otherwise.

If as a result of these Bylaws, the elections are not staggered, the Board may, in advance of a call for nominations for an election, alter the term for a Director that is to be elected in order to restore the staggering of elections.

The call for nominations shall specify if a term of a Director has been altered in accordance with this Article.

## 8.7 Qualification of Directors

Except for the Student Director, and any appointed Ex-Officio Board Member(s), an individual is qualified to be a Director if that individual:

- (a) is over eighteen (18) years of age;
- (b) is of sound mind;
- (c) is an individual;
- (d) is and has been a Member in good standing for at least one year in advance of the call for nominations for the Board of Directors' election;
- (e) has not been a Director of the Association for the preceding two (2) consecutive terms;
- (f) is not bankrupt; and,
- (g) is resident in Alberta

An individual is qualified to be a Student Director if that individual meets the requirements set out above, excluding that in clause (d), and meets the definition of "Student Director" set out in Article 1.1.

The qualifications for any appointed Ex-Officio Board Member(s) are to be approved at the discretion of the Board.

For greater certainty, if a Director serves part of a term, the Director is deemed to have served a complete term for the purposes of clause (e)

## 8.8 Circumstances Where Director Ceases to Hold Office

A director ceases to hold office when that Director:

- (a) dies;
- (b) is removed from office by the Members;
- (c) ceases to be qualified for election as a Director, or in the case of a Student Director, ceases to be eligible for appointment as a Student Director, or in the case of an Ex-Officio Board Member ceases to be eligible for appointment as an Ex-Officio Board Member;
- (d) sends a written resignation to the Association, or, if a time is specified in that resignation, at the time specified, whichever is later.

## 8.9 Vacancy on Board

Where a vacancy occurs on the Board between elections, the Directors may by majority vote elect an eligible Member to be a Director for the unexpired balance of the term of the Director who is no longer on the Board.

## 8.10 Removal of Directors

Subject to the Act, the Members may by ordinary resolution remove any Director, including the Student Director and Ex-Officio Board Member(s) from office at a Special Meeting called for that purpose.

## 8.11 Remuneration

- (a) Each Director is entitled to receive remuneration as established by the Members at a Member Meeting and reimbursement for traveling and other expenses properly incurred in attending meetings of the Board or any committee or in otherwise attending to the business of the Association.
- (b) Ex-officio board members may be entitled to receive remuneration and reimbursement for travel and other expenses as per 8.11 (a) at the discretion of the Board.

## 9.0 PROCEDURE FOR ELECTION OF DIRECTORS, OTHER THAN STUDENT DIRECTOR

### 9.1 Call for Nominations

At least thirty (30) days before the date on which an election is to be held, but with sufficient time given to facilitate completion of the election prior to the Annual General Meeting, the Chief Executive Officer shall notify all Members of an invitation to nominate qualified Members as Directors

The Board shall set a closing date for the receipt of nominations.

Every nomination must be filed in writing with the Chief Executive Officer on or before the closing date established by the Board. Each nomination form must be signed by two (2) Members and endorsed or accompanied with the written consent of the Member nominated.

### 9.2 Nominee List

The Chief Executive Officer shall create a list of eligible nominees from the nominations received. A list of nominees shall be distributed to all Members eligible to vote at least thirty (30) days before the date set for the election of Directors or at a date specified by the Board.

### 9.3 Acclamation

If the number of candidates nominated does not exceed the number to be elected, the Chief Executive Officer shall declare those so nominated to be elected as Directors.

### 9.4 Votes to Govern

The nominees receiving the highest number of votes shall be declared elected Directors as the case may be.

### 9.5 Deciding a Tie Vote

If there are an equal number of votes for two (2) or more candidates, the person to be elected shall be determined by a method of random selection as determined by the Chief Executive Officer in the presence of at least one (1) other Member of the Board.

## 10.0 MEETING OF BOARD

### 10.1 Frequency of Board Meetings

The Board shall meet at least once quarterly and at such other times as the President deems advisable.

### 10.2 Place of Meeting

The Board may meet together at the places and /or by such remote communication means (including telephone or other electronic facility) the Board thinks fit to conduct business.

### 10.3 Notice of Meetings Generally

Notice of the time, place and means of each meeting of the Board must be given to each Director not less than seven (7) days before the time when a meeting is to be held. A notice of a meeting of Board does not need to specify the purpose of or the business to be transacted at the meeting.

It is not necessary to give notice of an adjourned meeting of the Board if the time and place of the adjourned meeting is announced at the original meeting.

A Director may waive notice of a meeting in any manner. The attendance of a Director at a meeting constitutes a waiver of notice of the meeting unless the Director attends the meeting to object expressly to the holding of the meeting.

### 10.4 Regular Meetings - Setting and Notice

The Board may set dates and times for regular meetings of the Board at a specified place and/or via a specified means.

### 10.5 Chairperson

The President shall be the chairperson of all meetings of the Board.

If at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the President Elect shall act as chairperson.

If neither is present, the Directors may choose one of their number to be chairperson at that meeting.

If the president arrives at a meeting after the President Elect or a Director has proceeded with the meeting as chairperson, the role of the chairperson at such meeting shall revert back to the President.

### 10.6 Voting

Voting shall be by a show of hands unless a Ballot is requested by a majority of the Directors present at the meeting.

If a Ballot vote is requested, it shall be conducted in accordance with the procedure established by the Board for Ballot votes.

#### 10.7 Votes to Govern

Questions arising at any meeting of the Board shall be decided by a majority of votes. Each Director has one (1) vote except for the chairperson.

The chairperson only has a vote in the event of an equality of votes of the other Directors.

In the case of an equality of votes the chairperson may only abstain from voting for reasons of conflict of interest. In which case the resolution being voted on is lost.

#### 10.8 Resolution in Place of Meeting

A resolution in writing signed by all the Director, bearing the written confirmation of such assent, and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

#### 11.0 COMMITTEE OF DIRECTORS

The Board may appoint from among the Directors one or more other committees of Directors and, subject to the Act, may delegate any of the powers of the Board to any such committee.

A representative of each committee shall report to the Board at each meeting of the Board on all activities of the committee under such delegated power or authority.

The Board may revoke, alter or otherwise deal with any such delegated power or authority at any time.

#### 12.0 OFFICERS

The Officers of the Association shall be:

- (a) President;
- (b) President Elect;
- (c) Chief Executive Officer;
- (d) Treasurer;
- (e) Secretary;
- (f) Past President.

#### 12.1 Election of Officers

At the first Board meeting after the Association is constituted, the Board shall elect the Officers with the exception of the Chief Executive Officer and Past President and thereafter the Board will elect Officers as required.

All Officers, except for the Chief Executive Officer, shall be Directors.

The Chief Executive Officer may be, but is not required to be, a Director.

All Directors, excluding the Student Member, and any appointed Ex-Officio Board Member(s) are eligible to be appointed as Officers.

## 12.2 Terms of Officers

Except for the Chief Executive Officer,

- (a) each Officer shall hold a specific office for a term of one (1) year;
- (b) no Officer shall serve more than two (2) consecutive terms in a specific office.

The term of office of the Chief Executive Officer shall be established by written contract between the Chief Executive Officer and Association, which contract shall be approved by the Board before it becomes effective.

For greater certainty, the contract required above may specify a term, may make the office of Chief Executive Officer terminable by the Board at will or may appoint the Chief Executive Officer for an indeterminate period.

## 12.3 President

The President shall:

- (a) enforce the due observance of the By-laws;
- (b) perform such other duties as usually pertain to this office;
- (c) represent, or appoint a designate to represent, the Association in all its official contacts with professional, pharmaceutical, medical, scientific or other bodies;
- (d) sign all documents requiring an official signature of the Association;
- (e) be an ex officio member of all Association committees;
- (f) preside at all meetings of the Board, committees of Directors and Member Meetings; and
- (g) attend to other matters.

## 12.4 Chief Executive Officer

The Chief Executive Officer shall:

- (a) be the executive director of the Association;
- (b) be responsible for operating and administering the company;
- (c) give general supervision to the administration of Association affairs;
- (d) be responsible to the Board for the implementation of Association policies;
- (e) pay all bills, which are the due account of the Association;
- (f) deliver the annual audited financial statements to the Members;
- (g) receive, take charge of and when so directed, account for and deliver over to the Board all monies, securities, deeds and financial instruments which are the property of the Administration;
- (h) assume duties as described in the Bylaws and those that shall be assigned by the Board, may act as an official representative of the Association;
- (i) attend meetings of the Board without the right to vote, unless the Chief Executive Officer has been elected as a Director;
- (j) have charge of and be responsible for the preparation and custody of all correspondence, minutes, resolutions, books and records of the Association;
- (k) is ex officio a member of every committee except a committee that is considering the performance or remuneration of the Chief Executive Officer;
- (l) must act at all times in accordance with the lawful directives of the Board;
- (m) must cause all matters affecting the well being of the Association and its operations be brought to the attention of the Board; and
- (n) has any other powers and duties specified by the Board.

During the absence or disability of the Chief Executive Officer, the Chief Executive Officer's duties must be performed and powers exercised by the person designated by the Chief Executive Officer, or, if the Chief Executive Officer does not appoint a delegate by the person designated by the Board.

## 12.5 Treasurer

The Treasurer is responsible for:

- (a) keeping the proper accounting records in compliance with the Act;
- (b) the deposit of money, the safekeeping of the securities and the disbursement of funds of the Association; and
- (c) reporting to the Board on all transactions of the Association.

In fulfilling the obligations set out above, the Treasurer may use the services of a qualified employee of the Association or an accounting firm.

## 12.6 Secretary

The Secretary:

- (a) must attend and be the Secretary of all meetings of the Board and Members;
- (b) must give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, auditors and members of committees of the Board;
- (c) is the custodian of the seal of the Association, of all books, papers, records, documents and instruments belonging to the Association, except when some other officer or agent has been appointed for that purpose; and
- (d) has any other powers and duties that the Board or Chief Executive Officer specifies. During the absence or disability of the Secretary, the Secretary's duties must be performed and powers exercised by the person designated by the Secretary, or if the Secretary does not appoint a delegate, by the person designated by the Board.

### 12.6.1 The position of Treasurer may be combined with that of Secretary

## 12.7 Vacancies

If the office of any Officer of the Association becomes vacant by reason of death, resignation, disqualification or otherwise, the Directors by resolution must appoint a person to fill the vacancy.

## 12.8 Removal

All Officers are subject to removal by resolution of the Board at any time, with or without cause.

If the Officer so removed is a Director, the individual may remain as a Director unless removed as a Director by the Members or is otherwise ineligible to continue as a Director.

## 12.9 Remuneration

The remuneration, if any, of an Officer shall be determined from time to time by resolution of the Board. Any remuneration shall be in addition to any remuneration due to them as Directors of the Association.

## 13.0 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

### 13.1 Conflict of Interest

Subject to the disclosure and approval as required by this Article, a Director or Officer is not disqualified from office, or required to vacate office, by reason only that the Director or Officer is a party to, is a Director or Officer in a corporation that is a party to, or has a material interest in any person who is a party to a material contract or proposed material contract with the Association.

However, such a Director or Officer must disclose the full nature and extent of the Director or Officer's interest in the contract at the time and in any manner provided by the Act.

Any such contract or proposed contract must be referred to the Board for approval even if such contract is one that in the ordinary course of the Association's business would not require the approval of the Board.

A Director or Officer is not accountable to the Association or to its Members for any profit or gain realized from such a contract or transaction by reason only of the Director's or Officer's office, and such contract or transaction is not void or voidable by reason only of the Director's or Officer's interest in it, provided that the required declaration and disclosure of interest is properly made and the contract or transaction is approved by the Board.

### 13.2 Indemnity to Directors, Officers and Others

Every Director and Officer of the Association in exercising powers and discharging duties must act honestly and in good faith with a view of the best interests of the Association and exercise the care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances.

Subject to the above Article, no Director or Officer is liable for:

- (a) the acts, receipts, neglects, or defaults of any other Director or Officer or employee;
- (b) any loss, damage or expense that happens to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association;
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested;
- (d) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association; or
- (e) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director or Officer's respective office or trust or in relation thereto

Subject to the Act, the Directors are not under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name of or on behalf of the Association, unless it has been submitted to and approved by the Board.

Subject to the Act, the Association must indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Association's request as a Director or Officer, and that individual's heirs, executors, administrators, and other legal representatives, from and against:

- (a) Any liability and all costs, charges and expenses that the Director or Officer sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against the Director or Officer for or in respect of anything done or permitted by the Director or Officer in respect of the execution of the duties of the Director or officer's office;
- (b) All other costs, charges and expenses that the Director or Officer sustains or incurs in respect of the affairs of the Association
- (c) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, where the Director or officer had reasonable grounds for believing that his conduct was lawful

except where such liability relates to the Director or Officers failure to act honestly and in good faith with a view of the best interests of the Association.

The Association shall also indemnify or take such steps to indemnify such persons in such other circumstances as the Act permits or requires.

Nothing in this section shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Article.



### 13.3 Insurance

The Association may purchase and maintain insurance as against such liabilities and in such amounts as the Board may from time to time determine for the benefit of any person who is or was serving as Director, Officer, employee or agent of the Association or as a Director, Officer, employee or agent of any subsidiary of the Association, or as a Director, Officer, employee or agent of a corporation, partnership, joint venture, trust or other enterprise for which he is serving at the request of the Association, and his heirs or personal representatives against any liability incurred by him as such Director, Officer, employee or agent.

### 14.0 NOTICES

Any notice or other document required by the Act, the Regulations or the Bylaws to be sent to any Member, Director, Officer, auditor, or member of a committee of the Board shall be delivered personally or sent by prepaid mail, by fax or electronic mail to:

- (a) any Member at the Member's mailing address;
- (b) any such Director at the Director's latest address as shown in the records of the Association;
- (c) the auditor at the auditor's business address.

A notice is deemed to be given when it is delivered to the Member's mailing address as provided for herein.

A notice mailed is deemed to have been given three (3) business days after it is deposited in a post office or public letter box.

A notice sent by any means of electronic communication is deemed to have been given one (1) hour after it has been dispatched.

If a notice or document is sent to a Member by prepaid mail and the notice or document is returned on three consecutive occasions, it is not necessary to send any further notice or document to the Member until the Member informs the Association in writing of the Members' new address.

### 14.1 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, auditor or member of a committee of the Board or the non receipt of any notice by any such person or any error in any notice not affecting the substance of it does not invalidate any action taken at any meeting held under the notice or otherwise founded on it.

### 14.2 Waiver of notice

Any Member, proxy holder, other person entitled to attend a meeting of Members, Director, Officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given under the Act, the Regulations, the Bylaws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving or in the time of such notice, as the case may be.

### 15.0 FINANCES

#### 15.1 Fiscal Year

The Fiscal Year of the Association shall be determined by the Board.

## 15.2 Money

The Board shall designate an Officer or employee to deposit all money belonging to the Association with a Canadian chartered bank, a Credit Union, the Alberta Treasury Branch or trust company authorized to carry on business in Alberta.

No cheque or other order for payment of money is valid unless signed in accordance with a resolution of the Board.

## 15.3 Audit

The auditor shall be appointed by the Members at each AGM and shall remain in that capacity until the next AGM. The auditor must be certified to audit the books, accounts and records of the Association under all relevant law and in no case shall be a Director or Officer of the Association.

The auditor shall audit the accounts, books and records of the Association and report on them to the Members. The audited financial report must show all income, expenditures, assets, liabilities, principal changes in assets and liabilities, and expenses and disbursements of the Association during the preceding fiscal year and which otherwise complies with any and all other requirements under the Act.

The audited financial report of the Association must be presented at the AGM.

## 15.4 Borrowing Power

For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in any manner it thinks fit. Debentures, in particular, can only be issued by Special Resolution of the Members of the Association.

## 16.0 BOOKS, RECORDS AND MINUTES

### 16.1 Keeping of Books, Records and Minutes

The Secretary must keep, or supervise the keeping of books or records, in which the following data is recorded:

- (a) the minutes of the meetings of Members and Board;
- (b) an up-to-date list of the Directors, together with their addresses, occupations, and a description of any special duty assigned to them;
- (c) the audited financial reports;
- (d) an up to date copy of the Bylaws of the Association.

### 16.2 Register of Members

The Secretary must keep a register of Members, Student or Intern Members, Non-Practicing Members and Associate Members of the Association in accordance with the Act.

## 17.0 CORPORATE SEAL

The Association must have a seal which must be used in accordance with direction given by the Board.

## 18.0 EXECUTION OF INSTRUMENTS

The Board may designate a person to sign documents and other instruments on behalf of the Association.

19.0 AMENDING THE BYLAWS

The Bylaws of the Association may be amended at any Member Meeting by a resolution adopted by a Special Resolution of the Members of the Association.

20.0 CONFLICTS WITH ACT

To the extent that there is any conflict between these Bylaws and any mandatory provisions in the Act, the Act shall apply.

Last Amendment passed: November 5, 2020  
Alberta Amendment date: December 4, 2020